

Exhibit E

Transaction Overview – Sources & Uses¹

The contemplated transaction offers the estate ~\$4.4bn in total value

(\$ in millions)

| Sources | | |
|--|----------------|-------------|
| Sources | \$ | % |
| Credit Bid - Dove | \$436 | 9% |
| Dove - Cash to Buyout of Tranche A Holder ¹² | 108 | 2% |
| Cash to Purchase Sparrow Equity | 0.005 | 0% |
| Assumption of Sparrow Debt | 592 | 13% |
| Citi L/C Facility | 271 | 6% |
| New ABL Facility and Term Loan ⁵ | 900 | 20% |
| Credit Bid of FILO - Inventory & Receivables ⁴ | 90 | 2% |
| FILO - Cash to Sears from Non-Credit Bid Part of FILO (Great American) | 35 | 1% |
| 2L Credit Bid ESL - Inventory & Receivables ^{2,3} | 351 | 8% |
| 2L Credit Bid Third Party - Inventory & Receivables ^{2,3} | 83 | 2% |
| Credit Bid - IP/GL | 152 | 3% |
| IP/GL - Cash to Buyout 3rd party holder(s) | 79 | 2% |
| New Real Estate Debt | 175 | 4% |
| Home Services PA Liability | 1,009 | 22% |
| Junior DIP Rollover - SHS & Other | 230 | 5% |
| 2018 Gift Card Vintage | 13 | 0% |
| SYW Point Liability | 68 | 1% |
| Total Sources | \$4,592 | 100% |
| | | |
| Total Cash Potentially Needed to Buyout 3rd Party Debtholders | \$222 | |
| | | |
| Total Credit Bid⁹ | \$1,334 | |
| | | |
| 2L Deficiency Claim¹⁰ | \$637 | |
| | | |
| Dove Deficiency Claim | \$254 | |

| Uses | | |
|---|----------------|-------------|
| Uses | \$ | % |
| Purchase of Dove Real Estate | \$544 | 12% |
| Cash to Purchase Sparrow Equity | 0.005 | 0% |
| Assumption of Sparrow Debt | 592 | 13% |
| New Citi LC Facility | 271 | 6% |
| Purchase of Inventory ^{6,7} | 1,320 | 29% |
| Purchase of Credit Card / Pharmacy Receivables ^{6,8} | 88 | 2% |
| Cash to Paydown Revolver | 175 | 4% |
| Transaction Fees | 50 | 1% |
| Home Services PA Liability | 1,009 | 22% |
| Purchase of IP/GL Collateral | 231 | 5% |
| Purchase of SHS & Other ¹¹ | 230 | 5% |
| 2018 Gift Card Vintage | 13 | 0% |
| SYW Point Liability | 68 | 1% |
| Total Uses | \$4,592 | 100% |

Revised S&U as of 12/28/18 reflects a 425 store footprint (down from 505 on 12/05/18 and the sale of SHIP). The values herein reflect the interdependencies across these assets and are contingent on acquiring the enumerated assets collectively.

- Sources & Uses excludes the impact associated with any direct purchase of Kenmore & Diehard
- Third party 2L holders to credit bid alongside ESL pursuant to 2L collateral agent direction
- Total 2L debt of \$1,160mm comprised of \$847mm of ESL owned debt, \$293mm of 3rd party debt and \$20mm owned by Tommy Tisch. Approximately \$89mm of 3rd party 2L debt (cash pay notes due 10/15/18) not part of credit bid because it is subordinated in waterfall and remaining \$1,071mm of 2L debt is pro-rata shared between ESL/Tommy Tisch (81% or \$351mm) and 3rd Party (19% or \$83mm)
- Assumes Tommy Tisch credit bids along with ESL
- Used to pay down \$850mm of 1L debt and \$50mm transaction fees
- Assumes pro rata ownership of inventory, accounts receivables and scripts in NewCo for 2L component of the credit bid
- Assumes purchase of \$1,553mm projected book value of inventory at close at 85 cents
- Assumes purchase of \$104mm projected book value of credit card and pharmacy receivables at close at 85 cents
- Total credit bid amount includes cash used to buyout 3rd party debtholders
- Assumes shared deficiency claim amongst 2L credit-bidders
- Other includes certain Unencumbered RE, Innovel, SYW, Monark, SAC and Designation Rights (see Annex 3.05)
- Does not account for potential paydown of Tranche A debt as a result of pending U-Haul transaction